

RECORDATION NO. 9624-17 Filed 1425

MAR 30 1979 - 3 09 PM

INTERSTATE COMMERCE COMMISSION

9-089A 80

MAR 30 1979

Date 10.00
Fee \$ 10.00

Interstate Commerce Commission
Washington, D. C.

Gentlemen:

ICC Washington, D. C.

Enclosed for recordation under the provisions of 49 USC 11303 (formerly Section 20c of the Interstate Commerce Act), as amended, are the original and four counterparts of the First Amendment to the Equipment Lease dated as of December 15, 1978.

A general description of the railroad equipment covered by the enclosed document is set forth in Schedule A attached to this letter and made a part hereof.

The original Equipment Lease dated as of July 1, 1978 was filed and recorded with the Interstate Commerce Commission on August 7, 1978 at 2:20 p.m. and assigned recordation No. 9624.

The names and addresses of the parties are:

Lessor: Crocker National Bank
79 New Montgomery Street
San Francisco, California 94105

Lessee: Burlington Northern Inc.
Burlington Northern Building
176 East Fifth Street
St. Paul, Minnesota 55101

The undersigned is the Lessor mentioned in the enclosed document and has knowledge of the matters set forth therein.

Please return the original and two copies of the First Amendment to the Equipment Lease to Michael G. McGee, Chapman and Cutler, 111 West Monroe Street, Chicago, Illinois 60603.

Also enclosed is a check in the amount of \$50.00 covering the required recording fee.

Very truly yours,

CROCKER NATIONAL BANK

By [Signature]
THE ASSOCIATED BANKS OF CALIFORNIA

LESSOR AS AFORESAID

Enclosures

RECEIVED
FEE OPERATIONS
I.C.C.

MAR 30 2 38 PM '79

Counterpart - CT Koppler

DESCRIPTION OF ITEMS OF EQUIPMENT

Manufacturer of Equipment: Portec, Inc.

Description and Mark and
Number:

Type A: 115 fully enclosed, tri-level auto racks with end doors, which shall bear Railroad's rack identifying numbers BN 4456 through BN 4510, both inclusive, and BN 4521 through BN 4580, both inclusive.

Type B: 25 fully enclosed, bi-level auto racks with end doors, which shall bear Railroad's rack identifying numbers BN 7000 through BN 7024, both inclusive. ✓

Type C: 40 enclosed tri-level auto racks without end doors, which shall bear Railroad's rack identifying numbers BN 4416 through BN 4455, both inclusive.

Type D: 10 enclosed, tri-level auto racks with end doors, without roofs, which shall bear Railroad's rack identifying numbers BN 3000 through BN 3009, both inclusive. ✓

Maximum Aggregate Purchase
Price of Equipment:

\$6,549,200

Place of Delivery:

Novi, Michigan and
Clinton, Illinois

Outside Delivery Date:

June 30, 1979

SCHEDULE A

(Burlington Northern No. 78-3)

RECORDATION NO. 9624-19 Filed 1425

MAR 30 1979 - 3 00 PM

INTERSTATE COMMERCE COMMISSION

FIRST AMENDMENT
TO
EQUIPMENT LEASE

Dated as of December 15, 1978

Among

CROCKER NATIONAL BANK

Lessor

And

BURLINGTON NORTHERN INC.

Lessee

(Burlington Northern No. 78-3)

FIRST AMENDMENT TO EQUIPMENT LEASE dated as of December 15, 1978, among CROCKER NATIONAL BANK (the "Lessor") and BURLINGTON NORTHERN INC., a Delaware corporation (the "Lessee").

WHEREAS, the Lessee and the Lessor have heretofore entered into an Equipment Lease of Railroad Equipment dated as of July 1, 1978 (the "Original Lease") providing for the lease and delivery by the Lessor to the Lessee of certain enclosed auto racks more fully described at Schedule A attached hereto, which Original Lease was filed and recorded in the office of the Secretary of the Interstate Commerce Commission at 2:20 P.M. on August 7, 1978 and given Recordation No. 9624;

WHEREAS, all necessary parties have consented to the execution by the Lessor and the Lessee of this First Amendment; and

WHEREAS, the Lessor and the Lessee now desire to amend the Original Lease in the manner hereinafter provided;

NOW, THEREFORE, in consideration of the premises and other good and valuable consideration, the receipt whereof is hereby acknowledged, the Lessor and the Lessee hereby agree that Schedule A of the Original Lease is hereby amended to read in its entirety as follows:

DESCRIPTION OF ITEMS OF EQUIPMENT

Manufacturer of Equipment: Portec, Inc.

Description and Mark and
Number of Items of
Equipment:

Type A: 115 fully enclosed, tri-level auto racks with end doors, which shall bear Railroad's rack identifying numbers BN 4456 through BN 4510, both inclusive, and BN 4521 through BN 4580, both inclusive.

Type B: 25 fully enclosed, bi-level auto racks with end doors, which shall bear Railroad's rack identifying numbers BN 7000 through BN 7024, both inclusive.

Type C: 40 enclosed tri-level auto racks without end doors, which shall bear Railroad's rack identifying numbers BN 4416 through BN 4455, both inclusive

Type D: 10 enclosed, tri-level auto racks with end doors, without roofs, which shall bear Railroad's rack identifying numbers BN 3000 through BN 3009, both inclusive.

Maximum Aggregate Purchase
Price of Equipment:

\$6,549,200

Place of Delivery:

Novi, Michigan and Clinton,
Illinois

Outside Delivery Date:

June 30, 1979

SCHEDULE A
(to Equipment Lease)

(Burlington Northern No. 78-3)

Whenever in any certificate, letter, notice or other instrument reference is made to the Original Lease, such reference without more shall include reference to this Amendment. Except to the extent hereby amended and modified, the Original Equipment Lease is in all respects ratified, confirmed and approved. This Amendment may be executed in any number of counterparts, each executed counterpart constitutes an original but altogether only one amendment.

IN WITNESS WHEREOF, the Lessor and the Lessee have caused this First Amendment to Equipment Lease to be executed by their respective officers thereunder duly authorized and their corporate seals to be affixed as of the day and year first above written.


CROCKER NATIONAL BANK

By


Its ASSISTANT VICE PRESIDENT

[CORPORATE SEAL]

ATTEST:


Assistant Secretary

BURLINGTON NORTHERN INC.

By

Its Assistant Vice President,
Financial Planning and
Treasurer

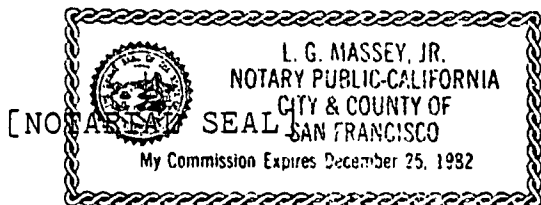
[CORPORATE SEAL]

ATTEST:

Secretary

STATE OF CALIFORNIA)
) SS
CITY AND COUNTY OF SAN FRANCISCO)

On this 26th day of February, 1979, before me personally appeared Edmund P. Wysocki, to me personally known, who being by me duly sworn, says that he is the Assistant Vice President of CROCKER NATIONAL BANK, that one of the seals affixed to the foregoing instrument is the corporate seal of said corporation, that said instrument was signed and sealed on behalf of said corporation by authority of its Board of Directors, and he acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.



My commission expires:

Notary Public

L. G. MASSEY, JR.

STATE OF MINNESOTA)
) SS
COUNTY OF RAMSEY)

On this _____ day of _____, 1979, before me personally appeared R. C. Burton, Jr., to me personally known, who being by me duly sworn, says that he is the Assistant Vice President, Financial Planning and Treasurer of BURLINGTON NORTHERN INC., that one of the seals affixed to the foregoing instrument is the corporate seal of said corporation, that said instrument was signed and sealed on behalf of said corporation by authority of its Board of Directors, and he acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

[NOTARIAL SEAL]

Notary Public

My commission expires:

FIRST AMENDMENT
TO
EQUIPMENT LEASE

Dated as of December 15, 1978

Among

CROCKER NATIONAL BANK

Lessor

And

BURLINGTON NORTHERN INC.

Lessee

(Burlington Northern No. 78-3)

FIRST AMENDMENT TO EQUIPMENT LEASE dated as of December 15, 1978, among CROCKER NATIONAL BANK (the "Lessor") and BURLINGTON NORTHERN INC., a Delaware corporation (the "Lessee").

WHEREAS, the Lessee and the Lessor have heretofore entered into an Equipment Lease of Railroad Equipment dated as of July 1, 1978 (the "Original Lease") providing for the lease and delivery by the Lessor to the Lessee of certain enclosed auto racks more fully described at Schedule A attached hereto, which Original Lease was filed and recorded in the office of the Secretary of the Interstate Commerce Commission at 2:20 P.M. on August 7, 1978 and given Recordation No. 9624;

WHEREAS, all necessary parties have consented to the execution by the Lessor and the Lessee of this First Amendment; and

WHEREAS, the Lessor and the Lessee now desire to amend the Original Lease in the manner hereinafter provided;

NOW, THEREFORE, in consideration of the premises and other good and valuable consideration, the receipt whereof is hereby acknowledged, the Lessor and the Lessee hereby agree that Schedule A of the Original Lease is hereby amended to read in its entirety as follows:

DESCRIPTION OF ITEMS OF EQUIPMENT

Manufacturer of Equipment: Portec, Inc.

Description and Mark and
Number of Items of
Equipment:

Type A: 115 fully enclosed, tri-level auto racks with end doors, which shall bear Railroad's rack identifying numbers BN 4456 through BN 4510, both inclusive, and BN 4521 through BN 4580, both inclusive.

Type B: 25 fully enclosed, bi-level auto racks with end doors, which shall bear Railroad's rack identifying numbers BN 7000 through BN 7024, both inclusive.

Type C: 40 enclosed tri-level auto racks without end doors, which shall bear Railroad's rack identifying numbers BN 4416 through BN 4455, both inclusive

Type D: 10 enclosed, tri-level
auto racks with end
doors, without roofs,
which shall bear Rail-
Road's rack identifying
numbers BN 3000 through
BN 3009, both inclusive.

Maximum Aggregate Purchase
Price of Equipment:

\$6,549,200

Place of Delivery:

Novi, Michigan and Clinton,
Illinois

Outside Delivery Date:

June 30, 1979

SCHEDULE A
(to Equipment Lease)

(Burlington Northern No. 78-3)

Whenever in any certificate, letter, notice or other instrument reference is made to the Original Lease, such reference without more shall include reference to this Amendment. Except to the extent hereby amended and modified, the Original Equipment Lease is in all respects ratified, confirmed and approved. This Amendment may be executed in any number of counterparts, each executed counterpart constitutes an original but altogether only one amendment.

IN WITNESS WHEREOF, the Lessor and the Lessee have caused this First Amendment to Equipment Lease to be executed by their respective officers thereunder duly authorized and their corporate seals to be affixed as of the day and year first above written.

CROCKER NATIONAL BANK

[CORPORATE SEAL]

By

Its _____

ATTEST:

Secretary

BURLINGTON NORTHERN INC.

By

R C Burton Jr.
Its Assistant Vice President,
Financial Planning and
Treasurer

[CORPORATE SEAL]

ATTEST:

[Signature]
Asst. Secretary

STATE OF CALIFORNIA)
) SS
CITY AND COUNTY OF SAN FRANCISCO)

On this ____ day of August, 1978, before me personally appeared _____, to me personally known, who being by me duly sworn, says that he is the _____ of CROCKER NATIONAL BANK, that one of the seals affixed to the foregoing instrument is the corporate seal of said corporation, that said instrument was signed and sealed on behalf of said corporation by authority of its Board of Directors, and he acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

Notary Public

[NOTARIAL SEAL]

My commission expires:

STATE OF MINNESOTA)
) SS
COUNTY OF RAMSEY)

On this ^{Feb. 1979} ~~22nd~~ day of ~~August, 1978~~, before me personally appeared R. C. Burton, Jr., to me personally known, who being by me duly sworn, says that he is the Assistant Vice President, Financial Planning and Treasurer of BURLINGTON NORTHERN INC., that one of the seals affixed to the foregoing instrument is the corporate seal of said corporation, that said instrument was signed and sealed on behalf of said corporation by authority of its Board of Directors, and he acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

[NOTARIAL SEAL]

My commission expires:

